

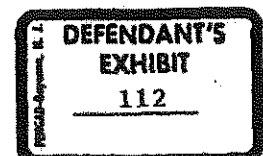
GENERAL INSTRUMENT OF TRANSFER  
Fisher Controls Company, Inc.  
to  
Milwaukee Die Casting Company, Inc.

KNOW ALL MEN BY THESE PRESENTS, that Fisher Controls Company, Inc., a Delaware corporation, having its general offices at 205 South Center Street, Marshalltown, Iowa 50158 ("Fisher"), in consideration of the issuance to it of 499 shares of capital stock of Milwaukee Die Casting Company, Inc., a Delaware corporation, having its general offices at 4132 North Holton Street, Milwaukee, Wisconsin 53211 ("New Milwaukee Die Casting Company"), the receipt and sufficiency of which are hereby acknowledged by Fisher, does hereby sell, convey, transfer, assign and deliver to New Milwaukee Die Casting Company, its successors and assigns, forever, all the assets, business and property of Milwaukee Die Casting Company, a Wisconsin corporation ("MDCC"), of every kind and description, tangible and intangible, real and personal, and wherever located, acquired by Fisher pursuant to and in accordance with the terms and provisions of the Plan and Agreement of Acquisition dated December 13, 1974, between MDCC and Fisher (the "Agreement"), (all of which are hereinafter called the "Assets").

TO HAVE AND TO HOLD, the Assets unto New Milwaukee Die Casting Company, its successors and assigns, for its and their own use forever

Fisher agrees to execute and deliver, or cause to be executed and delivered, from time to time, at the request of New Milwaukee Die Casting Company, its successors and assigns, such other and

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further instruments of transfer or further assurance as New Milwaukee Die Casting Company, its successors and assigns may hereafter reasonably require in order to complete, consummate and perfect the conveyance and transfer unto New Milwaukee Die Casting Company, its successors and assigns, of any and all property and Assets transferred hereby or intended so to be.

IN WITNESS WHEREOF, Fisher has executed, sealed and delivered this General Instrument of Transfer by its duly authorized undersigned officer on this 14th day of January, 1975.

FISHER CONTROLS COMPANY, INC.

(Corporate Seal)

ATTEST:

Michael E. Lita  
Assistant Secretary

By

James H. Band  
Vice President

MDC 006320